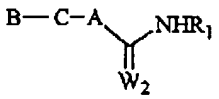
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

What is claimed is:

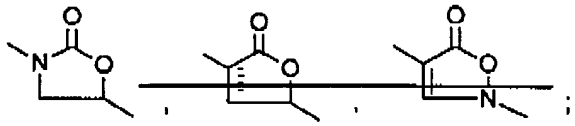
1. (Currently Amended) A compound of formula I



I

or a pharmaceutically acceptable salt thereof wherein:

A is a structure ~~i, ii, or iii~~



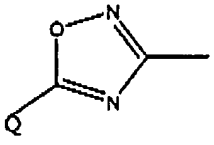
i ii iii ;

C is aryl, wherein said aryl is phenyl or naphthyl ~~or heteroaryl~~, wherein ~~each of the~~ said aryl ~~and heteroaryl are~~ is optionally substituted with 1-3 of R_2;

B is selected from ~~cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, substituted aryl,~~ het and substituted het, or if said aryl is phenyl, B and one R_2, if present, together, with the phenyl carbon atoms to which B and the one R_2 are bonded, form a het, the het optionally being a substituted het,

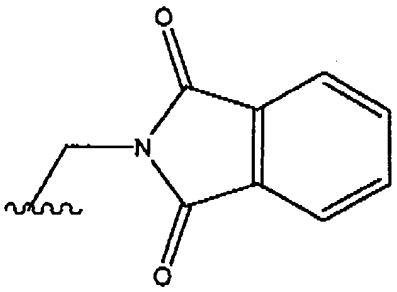
provided that

when C is phenyl optionally substituted with R_2 that B is not



, where

Q is independently selected from H, C_1-C_6 alkyl, -O-C_1-C_6 alkyl, phenyl, benzyl, -OH, CF_3, CCl_3, -NR_3R_3, -C_1-C_6 alkylene-NR_3R_3, C_1-C_6 alkylene-(CH_2phenyl)-NR_3R_3, C_1-C_6 alkylene-(CH_2benzyl)-NR_3R_3, and



;

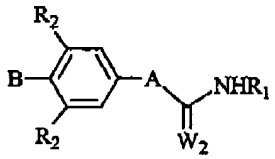
R_1 is selected from H, -OH, alkyl, cycloalkyl, alkoxy, alkenyl, amino, substituted alkyl, substituted alkoxy, and substituted alkenyl;

Each R_2 is independently selected from H, alkyl, amino, NO_2, -CN, halo, and substituted alkyl;

Each R_3 is independently selected from H or C_1-C_6 alkyl; and

W_2 is O or S.

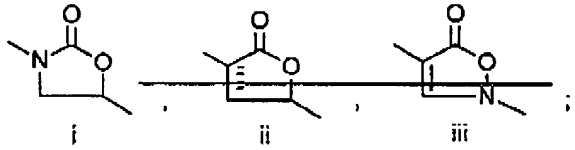
2. (Currently Amended) A compound of formula II



II

or a pharmaceutically acceptable salt thereof wherein:

A is a structure ~~i, ii, or iii~~

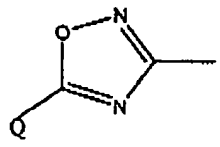


i ii iii

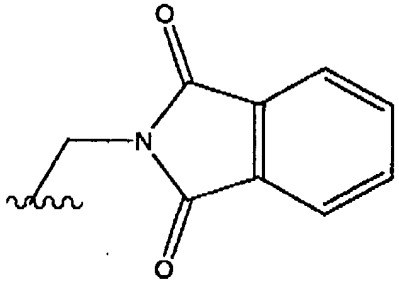
;

B is selected from ~~cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, substituted aryl,~~ het, and substituted het, or B and one R_2 together, with the phenyl carbon atoms to which B and the one R_2 are bonded, form a het, the het optionally being a substituted het,

provided that

B is not  , where

Q is independently selected from H, C_1-C_6 alkyl, -O-C_1-C_6 alkyl, phenyl, benzyl, -OH, CF_3, CCl_3, -NR_3R_3, -C_1-C_6 alkylene-NR_3R_3, C_1-C_6 alkylene-(CH_2phenyl)-NR_3R_3, C_1-C_6 alkylene-(CH_2benzyl)-NR_3R_3, and

 ;

R_1 is selected from H, -OH, alkyl, cycloalkyl, alkoxy, alkenyl, amino, substituted alkyl, substituted alkoxy, and substituted alkenyl;

Each R_2 is independently selected from H, alkyl, amino, NO_2, -CN, halo, and substituted alkyl;

Each R_3 is independently selected from H or C_1-C_6 alkyl; and

W_2 is O or S.

3-6. (canceled).

7. (original) The compound of claim 2, wherein R_1 is H, -NH_2, -OH, C_{1-4} alkyl, C_{3-5} cycloalkyl, C_{1-4} alkoxy, or C_{2-4} alkenyl, the alkyl, alkoxy and alkenyl each optionally being substituted with one or more halo, -OH, -CN.

8. (original) The compound of claim 7, wherein R_1 is H, -OH, -CH_2-CH=CH_2, methyl, ethyl, propyl, -CH_2-CH_2F, -CH_2-CH_2OH, or methoxy.

9-16. (canceled)

17. (original) The compound of claim 2, wherein one R_2 and B together form a het.

18. (original) The compound of claim 17, wherein R_2 and B form –S-C(O)-N(Q_{50})–, –O-C(O)-N(Q_{50})–, –N(Q_{50})-HCQ_{50}-CH_2–, –NQ_{50}-C(O)-CH_2-O–, –NQ_{50}-C(O)-CF_2-O–, –NQ_{50}-C(O)-CH_2-S–, –NQ_{50}-C(O)-CF_2-S–, –NQ_{50}-C(S)-CH_2-S–, –NQ_{50}-C(O)-CH_2-CH_2–, –CH_2-CH_2-NQ_{50}-CH_2-CH_2–, or –CH_2-NQ_{50}-CH_2-CH_2-CH_2–, where Q_{50} is H or C_{1-4} alkyl optionally substituted with 1-3 of =O, or -OH.

19. (original) The compound of claim 18, wherein Q_{50} is methyl, isopropyl, ethyl, formyl, acetyl, or -C(O)-CH_2OH.

20-82. (canceled)

83. (Currently Amended) A pharmaceutical composition comprising a compound of claim 1 ~~or a compound of claim 20~~ and a pharmaceutically acceptable carrier.

84. (New) A pharmaceutical composition comprising a compound of claim 2 and a pharmaceutically acceptable carrier.

85. (New) The compound of claim 2, wherein B and one R_2 together, with the phenyl carbon atoms to which B and the one R_2 are bonded, form a substituted het.

86. (New) The compound of claim 85, wherein R_2 is H, and W_2 is O.